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the AMAZING SPIDER-MAN®

HIDING IN PITTSBURGH
WON'T SAVE YOU FROM
ALISTAIR SMYTHE'S
SPIDER-SLAYER!



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FOR EVERYONE!**

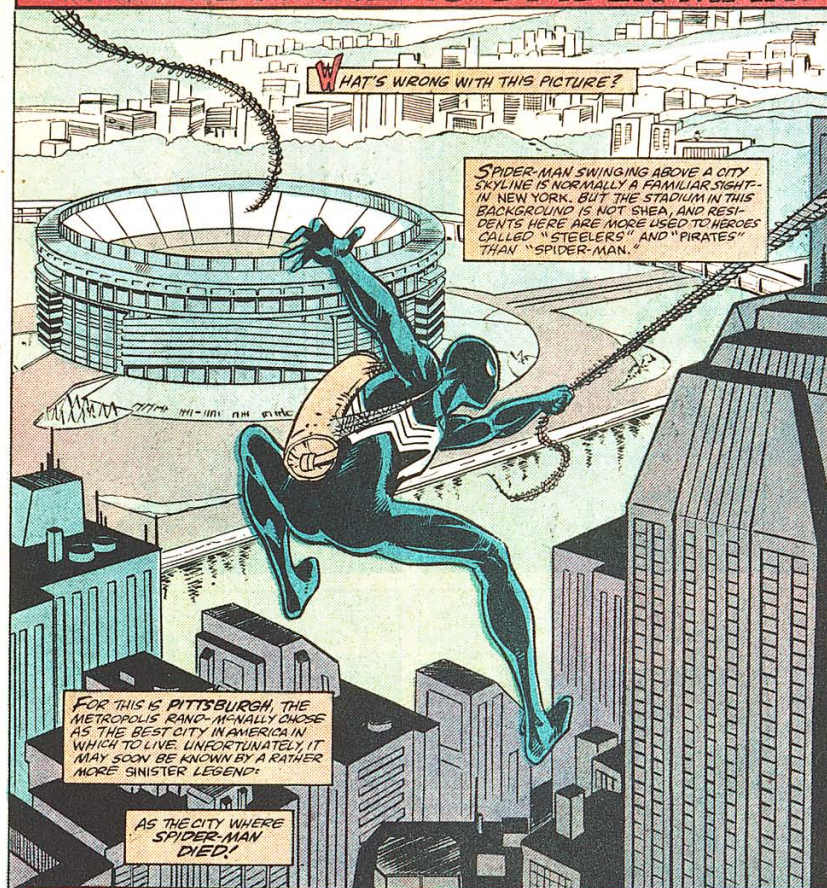


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YOUR MOUTH - NOT IN YOUR HAND"®**

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Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**



WHAT'S WRONG WITH THIS PICTURE?

SPIDER-MAN SWINGING ABOVE A CITY SKYLINE IS NORMALLY A FAMILIAR SIGHT IN NEW YORK. BUT THE STADIUM IN THIS BACKGROUND IS NOT SHEA, AND RESIDENTS HERE ARE MORE USED TO HEROES CALLED "STEELERS" AND "PIRATES" THAN "SPIDER-MAN."

FOR THIS IS PITTSBURGH, THE METROPOLIS RANDY McNALLY CHOSE AS THE BEST CITY IN AMERICA IN WHICH TO LIVE. UNFORTUNATELY, IT MAY SOON BE KNOWN BY A RATHER MORE SINISTER LEGEND.

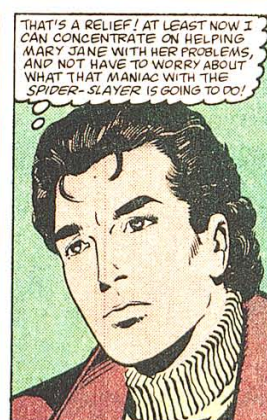
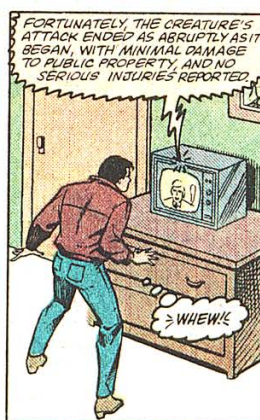
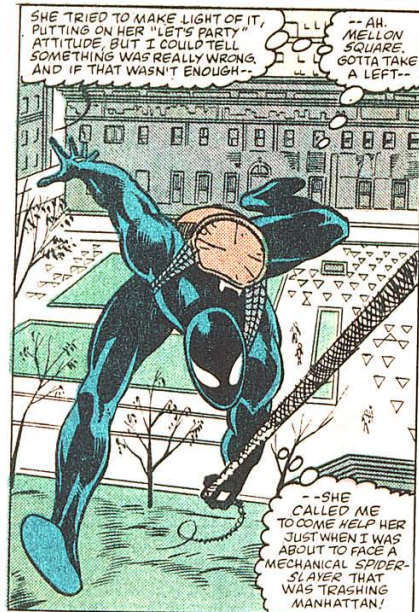
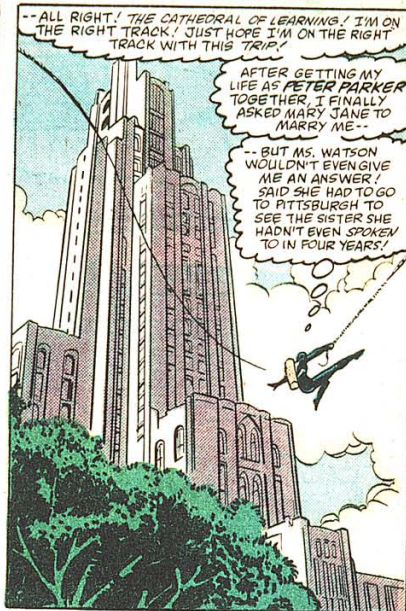
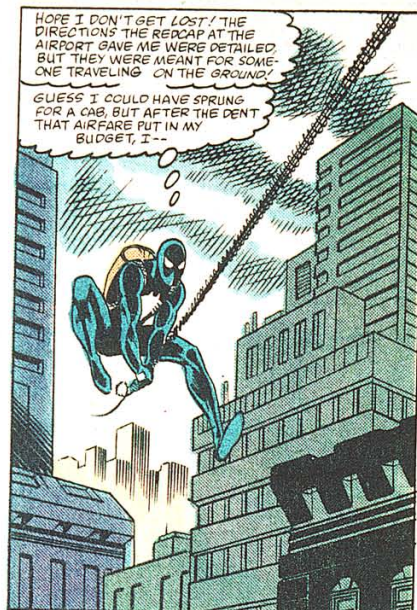
AS THE CITY WHERE SPIDER-MAN DIED!

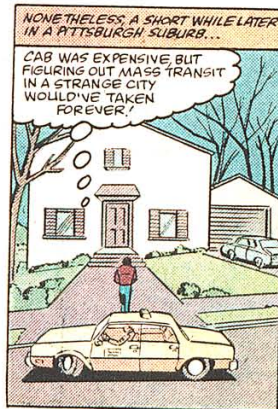
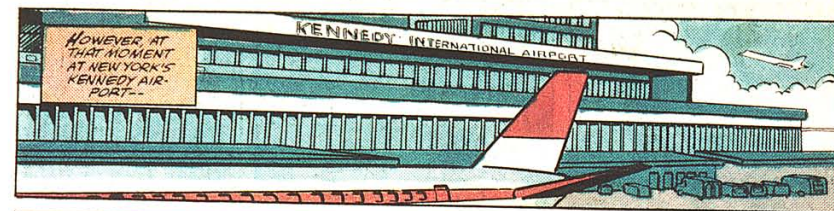
GROWING PAINS!

DAVID MICHELINIE / ALEX SAVILUK / VINCE COLLETTA / RICK PARKER / ZORGE ROUSSOS / JIM SALICRUP / JIM SHOOTER
WRITER / PENCILER / INKER / LETTERER / COLORIST / EDITOR / EDITOR IN CHIEF

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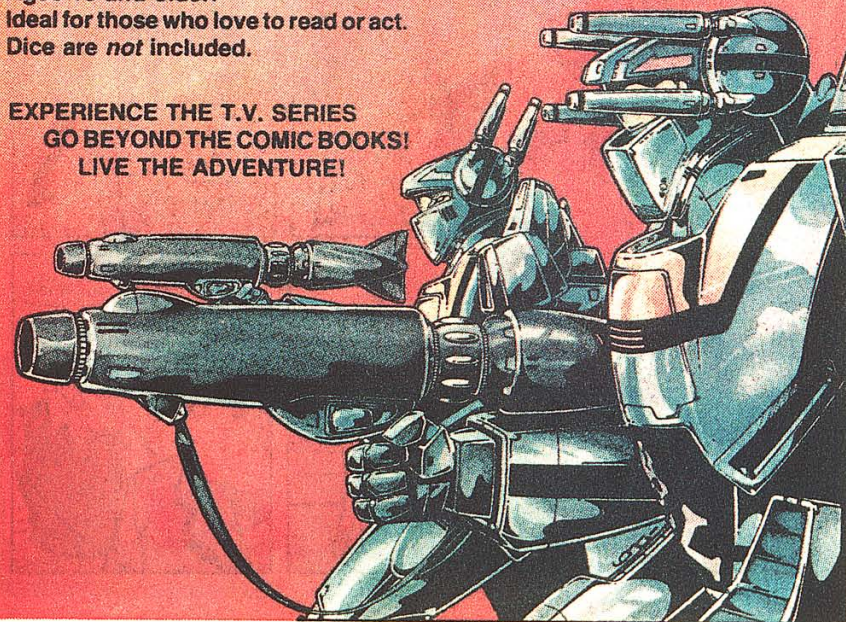
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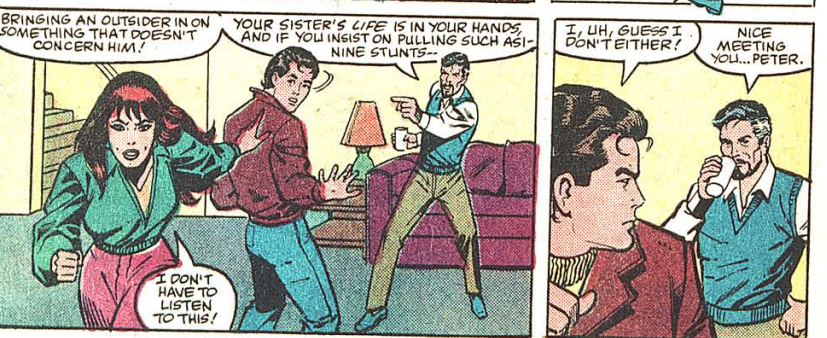
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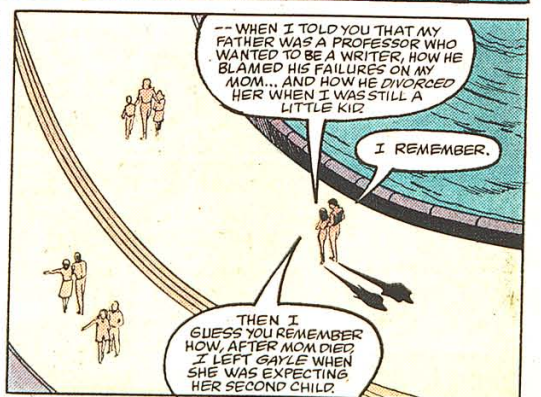
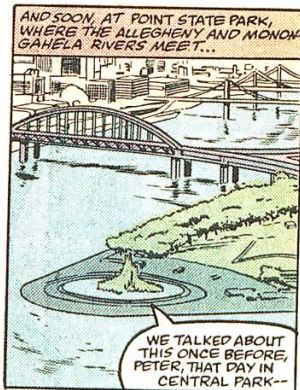
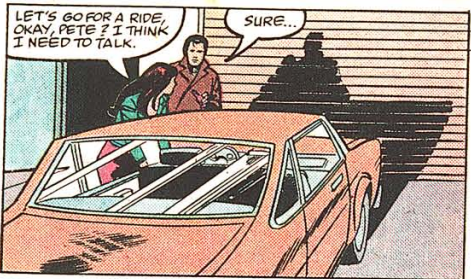
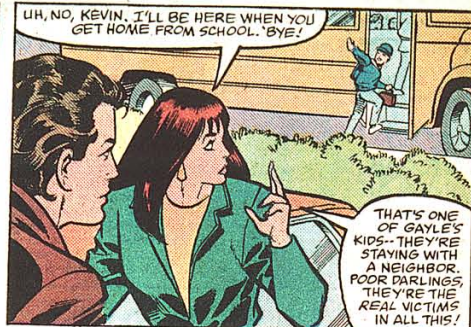
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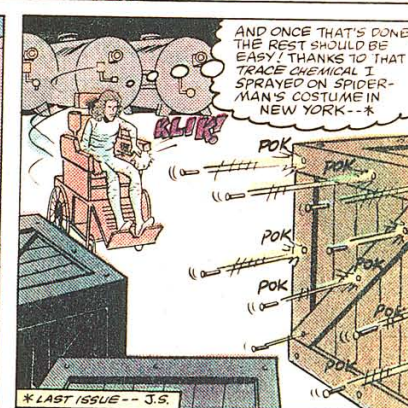
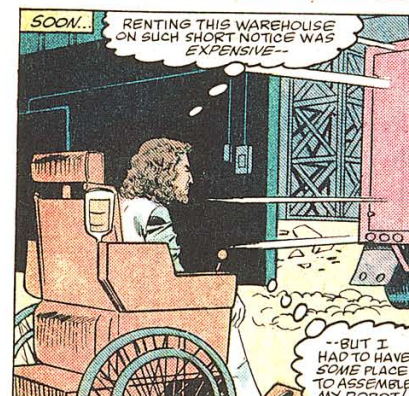
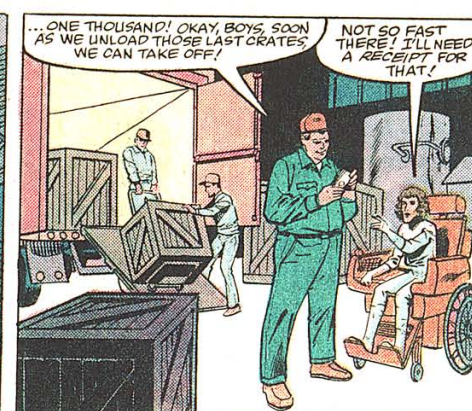
Ask for Penny



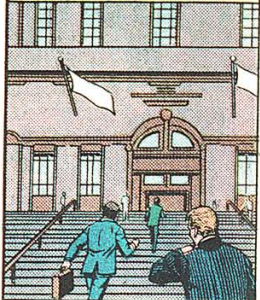
She or another
CAPTAIN "O"
operator is waiting
to rush your name,
address and ZIP
CODE to us.

* PLEASE . . . operators can take
name and address only . . .
CANNOT answer
questions.





LUNCH HOUR COMES AND GOES, AS PITTSBURGH BATHES IN THE WARMTH OF A LATE SPRING AFTERNOON. HOWEVER, INSIDE THE ALLEGHENY COUNTY WOMEN'S JAIL--



-- THE ATMOSPHERE IS DECIDEDLY COOLER...

SO, LITTLE SISTER, NOW YOU NEED ME?



WHERE WERE YOU WHEN I WAS HOLDING TWO JOBS? PAYING FOR DAY CARE! CHANGING DIAPERS AT 4 A.M.?

FOR STARTERS, I WAS SLEEPING IN A CUBBYHOLE AT THE NEW YORK "Y," SKIPPING MEALS SO I COULD AFFORD MASCARA TO GO TO JOB INTERVIEWS!

POOR BABY! MAYBE I SHOULD HAVE TAKEN A THIRD JOB SO I COULD SEND YOU AN ALLOWANCE!

LOOK, GAYLE, I'M NOT ASKING FOR FORGIVENESS, BUT A LITTLE UNDERSTANDING WOULD BE--



"UNDERSTANDING?!" YOU'RE THE ONE WHO LEFT ME HIGH, DRY, AND PREGNANT WHILE YOU WENT OFF TO BE A STAR!

MAYBE THAT'S BECAUSE I DIDN'T WANT TO END UP THAT WAY MYSELF--!



HEY, CALM DOWN! THE MATRON IS LOOKING!

OH, THE HECK WITH IT! I'VE NEVER SEEN ANYONE SO STUBBORN IN MY LIFE!

GOT A MIRROR IN THAT PURSE?

C'MON, GAYLE--



-- MARY JANE ONLY WANTS YOUR HELP SO SHE CAN HELP YOU! WE NEED THAT MANUSCRIPT TO GET YOU OUT OF JAIL!

SHE'S REALLY GOT YOU FOOLED, HASN'T SHE? ALL S/S WANTS IS TO BE DADDY'S LITTLE GIRL! THAT'S ALL SHE EVER WANTED!



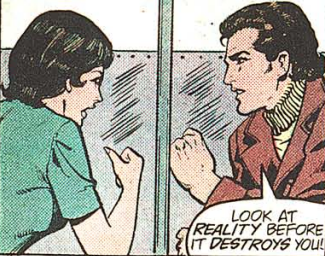
DON'T YOU THINK "DADDY" HAS SCREWED UP ENOUGH LIVES? ARE YOU GOING TO LET HIM WRECK YOUR KIDS, TOO?

KEVIN AND TOMMY? WHAT HAVE THEY GOT TO DO WITH IT?



WHO'S GOING TO TAKE CARE OF THEM IF YOU'RE SENT TO PRISON?

LOOK, BUSTER, I CAN HANDLE THINGS FINE! I DON'T NEED--



BULL! YOU'RE USING YOUR HATRED AS A SHIELD, LETTING EVERYTHING THAT MATTERS BOUNCE OFF OF IT!

LOOK AT REALITY BEFORE IT DESTROYS YOU!

YOUR KIDS NEED YOU, MARY JANE NEEDS YOU! AND I THINK, IN YOUR HEART, YOU NEED MARY JANE. PUT THE SHIELD DOWN, GAYLE. THIS COULD BE YOUR LAST CHANCE.



HELP US.

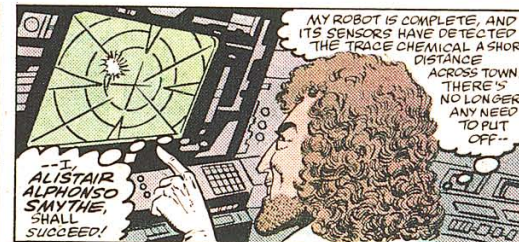
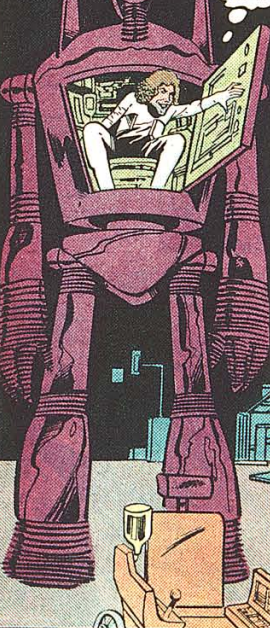
PLEASE!



ELSEWHERE...

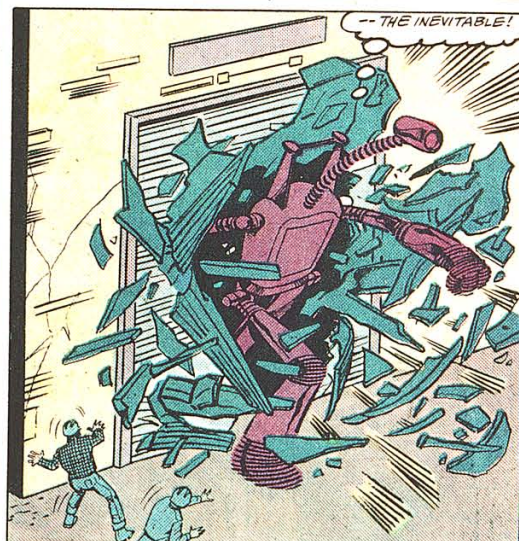
WOULD THAT MY DEAR FATHER WERE ALIVE TO SEE ME TODAY! FOR YEARS HE TRIED TO DEFEAT SPIDER-MAN WITH HIS OWN SPIDER-SLAYERS!

BUT NOW--

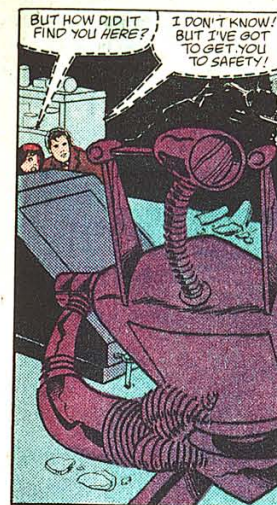
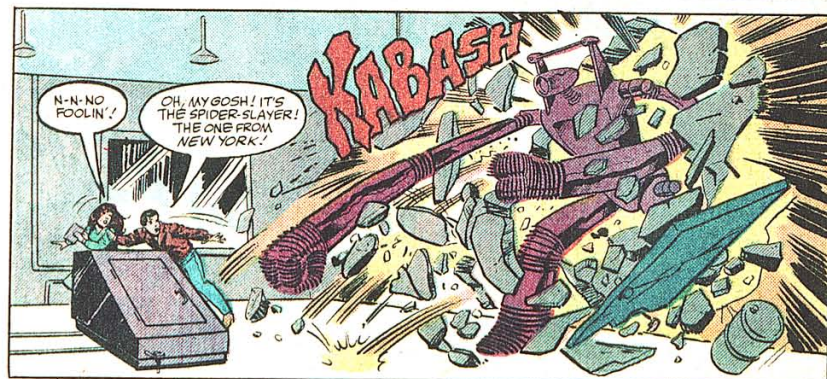


-- I, ALISTAIR ALPHONSO SMYTHE, SHALL SUCCEED!

MY ROBOT IS COMPLETE, AND ITS SENSORS HAVE DETECTED THE TRACE CHEMICAL A SHORT DISTANCE ACROSS TOWN! THERE'S NO LONGER ANY NEED TO PUT OFF--



-- THE INEVITABLE!





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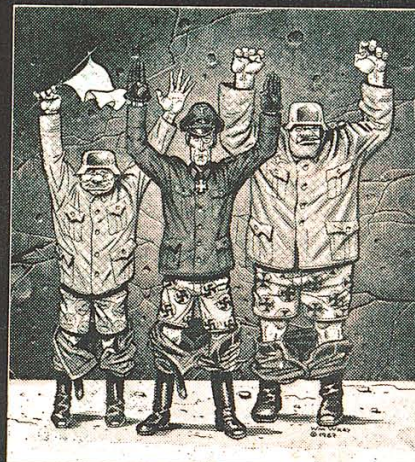
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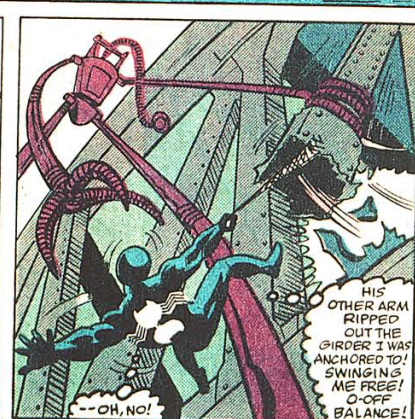
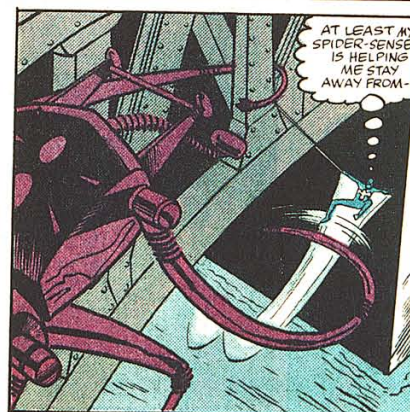
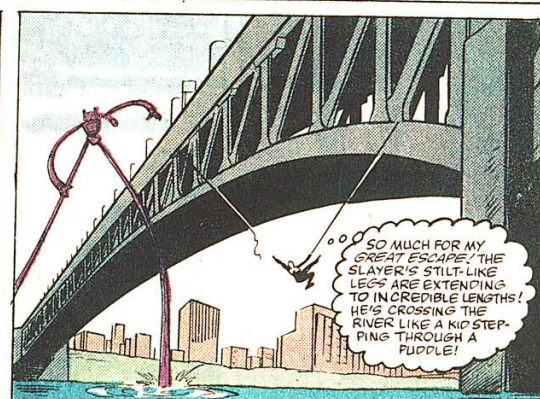
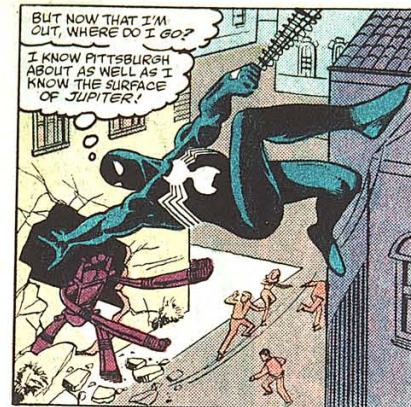
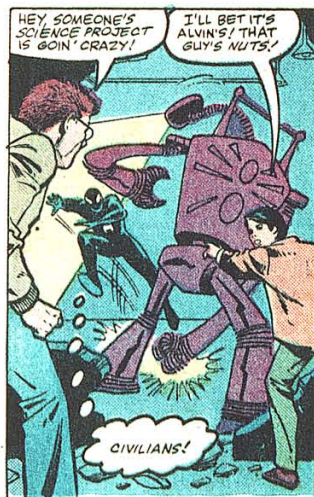
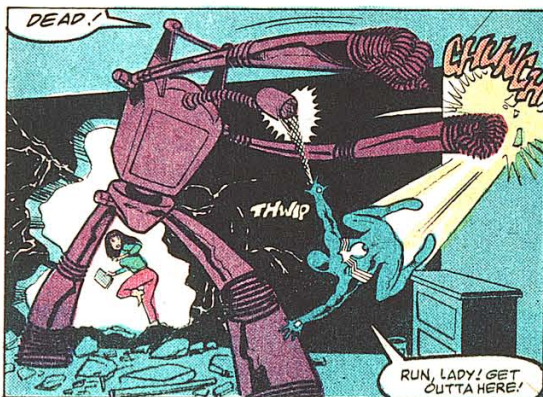
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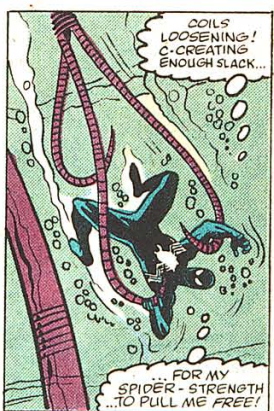
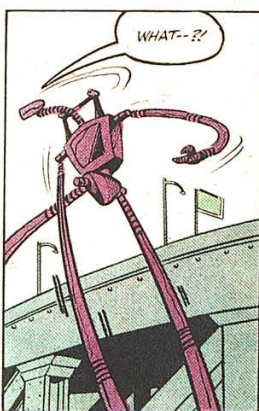
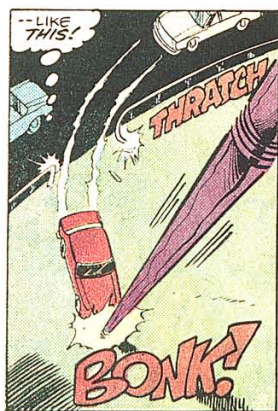
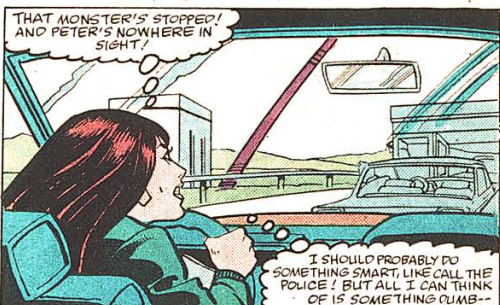
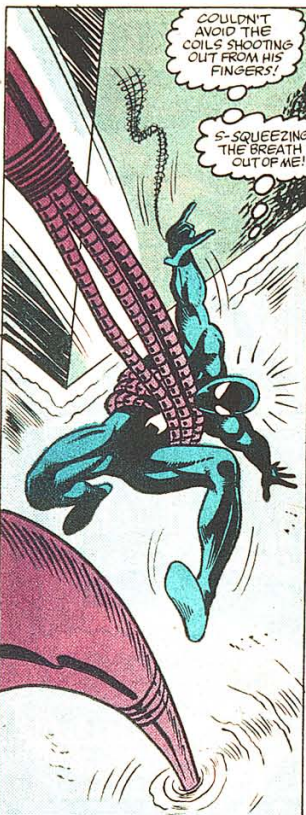
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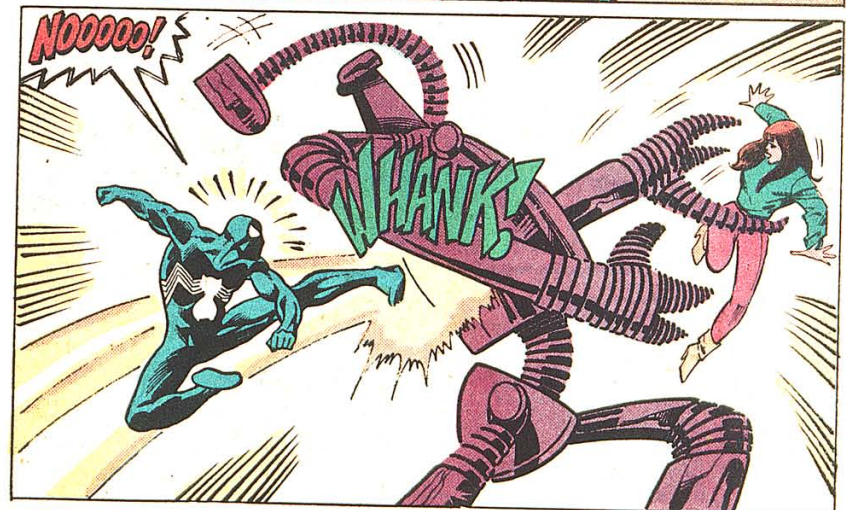
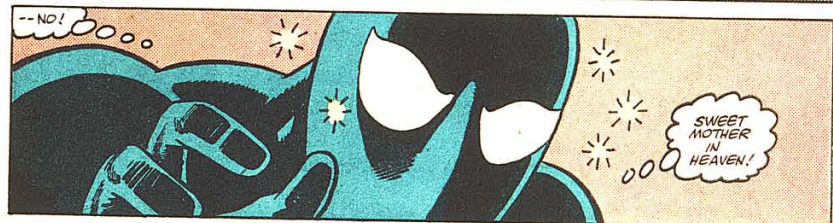
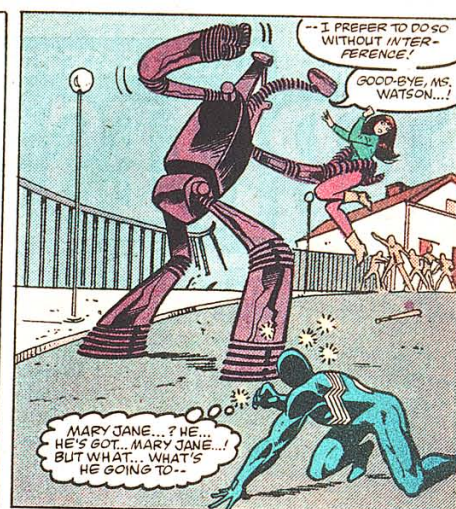
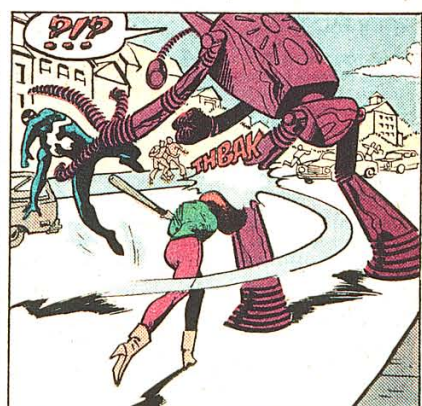
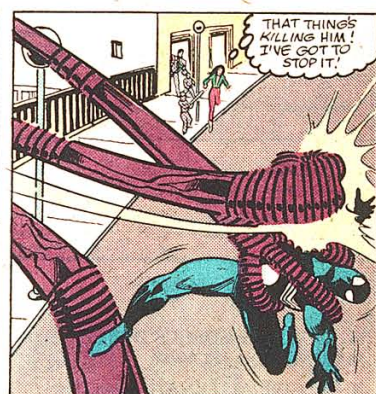
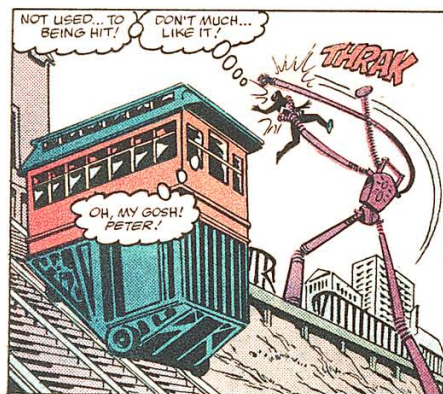
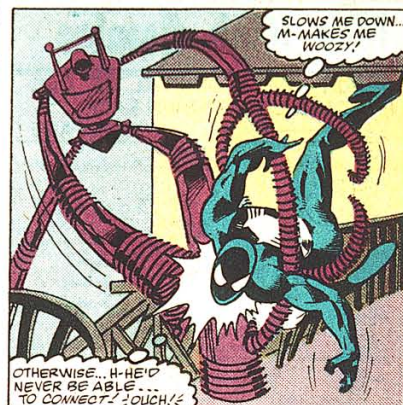
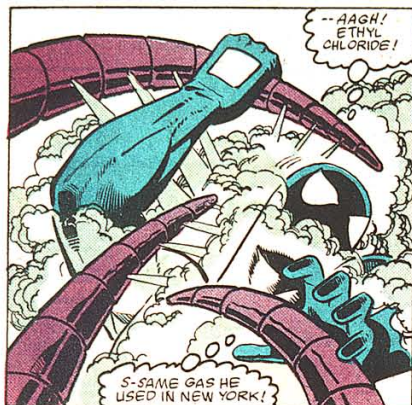


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279										1.25	1	2.25	2.25	2.25	2.25				4 The Avengers	1.75
280										1.25	1	2.25	2.25	2.25	2.25				1 (1966) Features	1.40
281										1.25	1	2.25	2.25	2.25	2.25				2 X-Factor	3 X-Men
282										1.25	1	2.25	2.25	2.25	2.25				4 The Avengers	1.75
283										1.25	1	2.25	2.25	2.25	2.25				1 (1966) Features	1.40
284										1.25	1	2.25	2.25	2.25	2.25				2 X-Factor	3 X-Men
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286										1.25	1	2.25	2.25	2.25	2.25				1 (1966) Features	1.40
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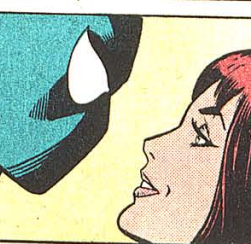
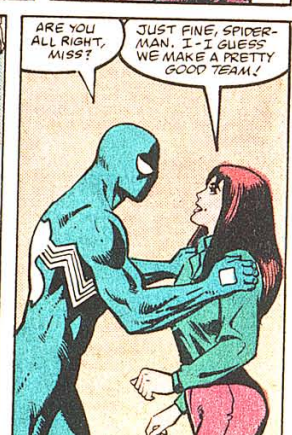
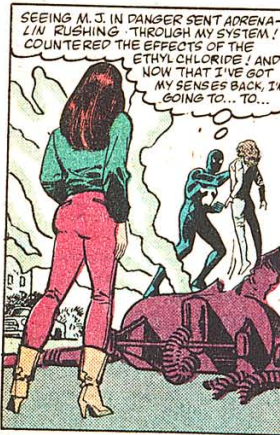
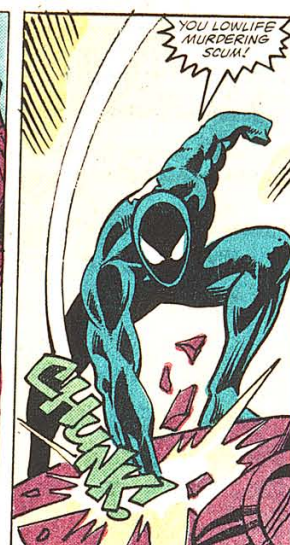
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BULLPEN BULLETINS

QUOTE OF THE MONTH

"Ma'am, if Uncle Sam wanted me to be Mickey Mouse, I'd do it. I'm that kind of American—the kind you can count on."

—John Walker, the new Captain America
CAPTAIN AMERICA #333

ITEM: After almost forty years as a care-free freelancer, Dancing Don Perlin has finally decided to leave home in search of honest employment. He's giving up the easy life to become our staff Art Director. Don did his first Marvel artwork for smiling Stan Lee way back in 1948, and the dancing one also briefly worked for STAR COMICS editor Sid Jacobson (who was at HARVEY COMICS at the time) during the early 1950's. Over the years, Don has contributed his artistic talents to such Marvel masterpieces as THE TRANSFORMERS, G.I. JOE, THE DEFENDERS, CAPTAIN AMERICA and the GHOST RIDER.

Among Don's numerous new duties will be the supervising of all in-house art corrections, and he'll even be helping Jazzy Johnny Romita direct the artistic efforts of Romita's Raiders... which are now called Perlin's Pirates!

ITEM: Notice to all fans of MARVEL SAGA, ALPHA FLIGHT, and STRIKEFORCE: MORITURI. By popular demand these three magazines will be joining the ever-popular POWER RACK as part of our exclusive direct distribution line! However, don't despair if you don't have a direct comic book outlet in your neighborhood. You can always fill out the handy coupon which appears elsewhere in this issue, and order these books through our subscription department.

ITEM: Here—at long last—are the winners of the NEW UNIVERSE SUPER SLEUTH SWEEPSTAKES Contest which we ran a few months ago.

GRAND PRIZE WINNER

(who won a 12 month subscription to all eight titles in the New Universe, plus a page of Original New Universe Artwork, and a nifty Red Marvel Baseball Jacket—just like the ones we only make available to our staff people and special friends)

Joe Allman
Seymour, IN 47274

FIRST PRIZE WINNERS

(who won 6 month subscriptions to all eight titles in the New Universe, plus a Red Marvel Baseball Jacket)

John Watt Greg Krumm
Succasunna, NJ
Lim Bee Khiam Jeffrey Brace
Singapore Red Bank, NJ

SECOND PRIZE WINNERS

(who won a 12 month subscription to the New Universe title of his choice and a Red Marvel Baseball Jacket)

Michael A. Scoggins John Sloan Carroll
Oakland, CA Rocky Mount, VA
Robert Orr Derek Gordon
North Shore, OR Winnipeg, Manitoba,
Canada
Ermy V. Swagerty Doug Simonton
Hugoton, KS Katy, TX
David Davis Ben Sanford
Haleyville, AL Longmeadow, MA
Robert Cosby Freddy King
Salem, KY Flushing, NY

(who win a 6 month subscription to the New Universe title of his choice and a Merry Marvel Baseball Cap)

John Sellaro
Morgantown, WV
Daniel R. Holmes
Athens, TX

Michael Dobson
Hattiesburg, MS
Simeon Wildman
Thibodaux, LA

(who win a 6 month subscription to the New Universe title of his choice and a Merry Marvel Baseball Cap)

Edward Lim
Diamond Bar, CA
Danny Rodriguez
Buffalo, NY
Danny M. Jenkins, Jr.
Jacksonville, FL
Sidney Casiano
Bronx, NY
Antoine Bryant
Brooklyn, NY
Charles Balser
Tucson, AZ

Pro File on: TOM DeFALCO



Executive Editor for all Marvel and Star Comics

Marvel freelance credits (past): Writer on AMAZING SPIDER-MAN, MACHINE, MAN, FIRESTAR, MARVEL TWO-IN-ONE and a host of fill-in stories!

Marvel freelance credits (present): Writer on THE MIGHTY THOR and the new HAWKEYE series that will be appearing in SOLO AVENGERS.

My hobbies are: Smoking foul-smelling cigars and consuming vast quantities of pizza.

The single work which I am most proud of is: My run on SPIDER-MAN.

My pet peeves are: Taxes, insurance com-

panies, pushy fans, and freelancers who don't bathe regularly.

My place of birth is: Queens, New York
My oddest habit is: That I always try to keep my identity a secret to protect my loved ones. If they were making a movie of my life, I'd like to see my part played by: The guy who plays Lieutenant Buntz on HILL STREET BLUES.

People who knew me in High School thought I was: From a different plane of reality.

My favorite performers are: Gary Shandling and Madonna.

The last good book I read was: BEASTS OF VALHALLA by George C. Chesbro and BANG THE DRUM SLOWLY by Mark Harris

The biggest influences on my work include: Edgar Rice Burroughs, Stan Lee, Ed McBain and Walt Kelly.

My greatest unfulfilled ambition in the comics field is: To become the regular writer on CAPTAIN AMERICA.

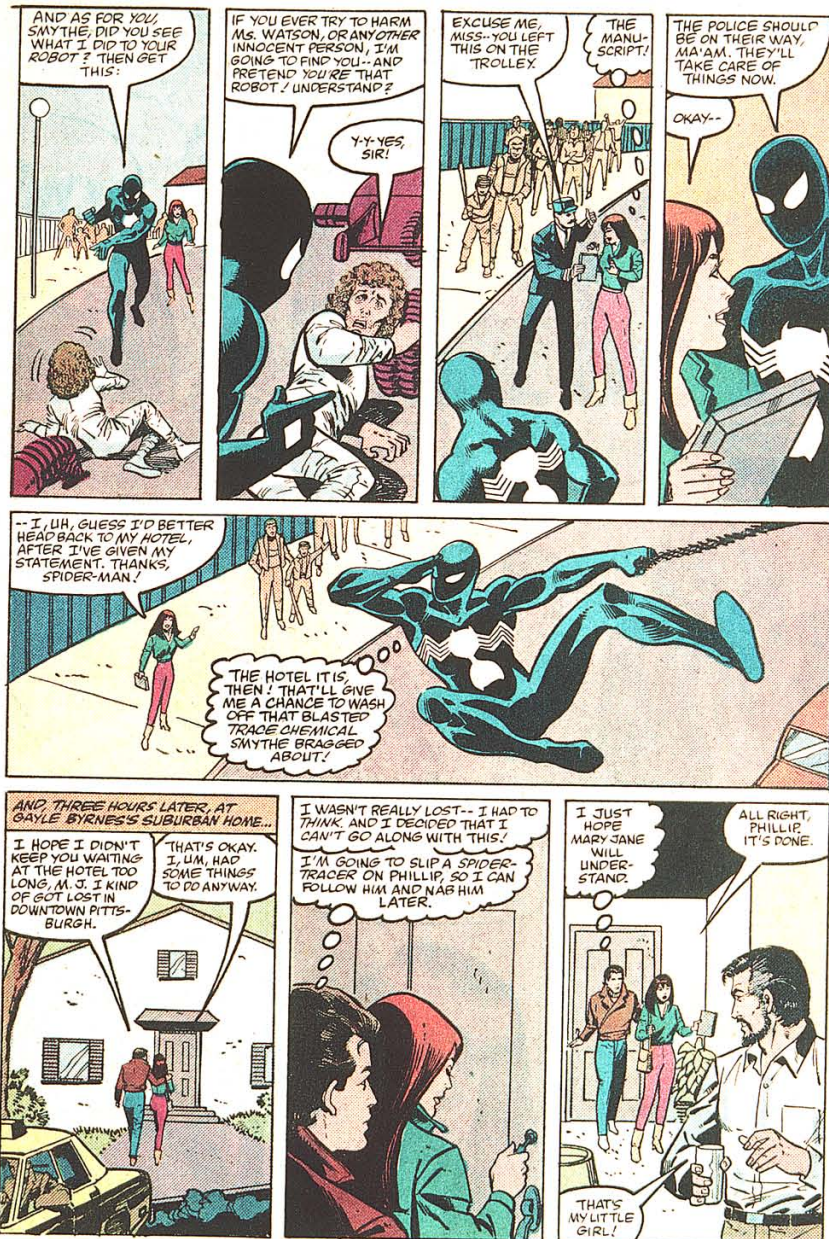
When nobody's looking I like to: Reread my old comics.

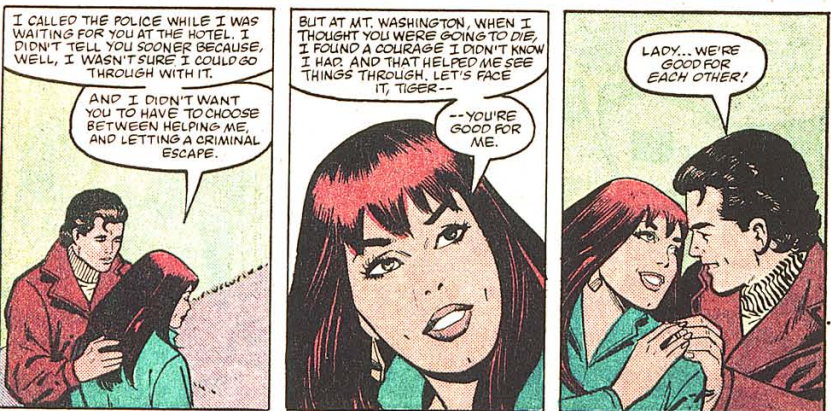
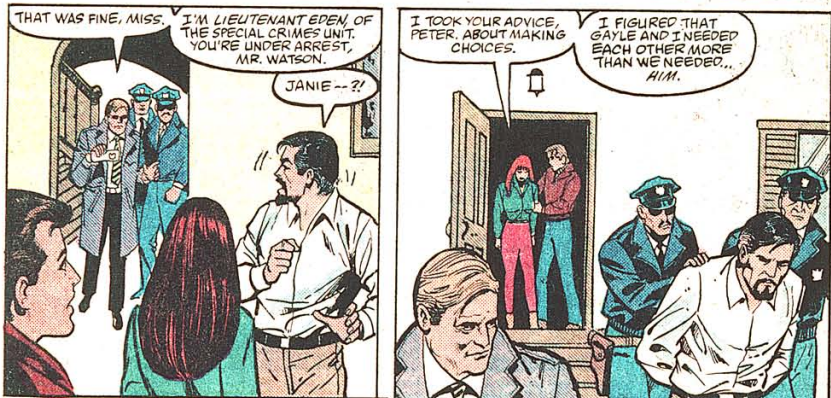
The one thing I really want the world to know about me is: That I'm really having a great time here! Thanks for giving me the opportunity!

CHECKLIST

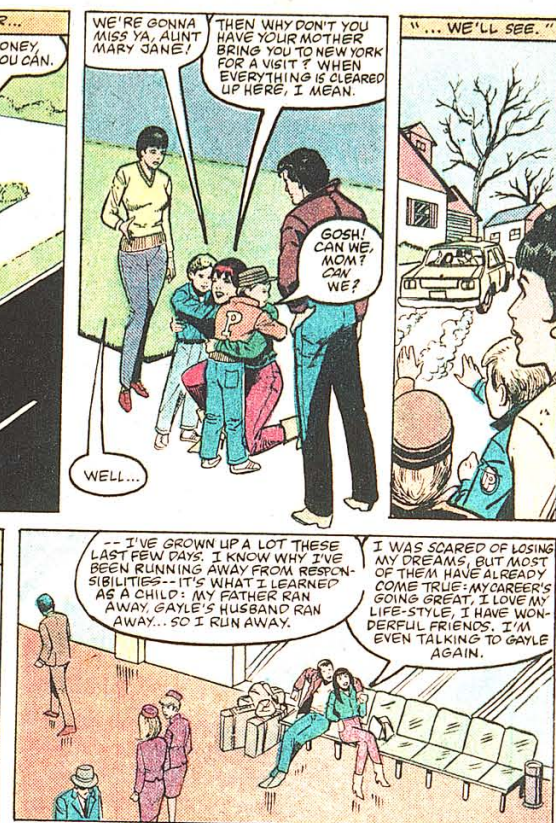
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- ☐ NEW MUTANTS #55—Meet the Bird Boy!
- ☐ STRIKEFORCE: MORITURI #10
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- ☐ WEST COAST AVENGERS #24
- ☐ CONAN THE KING #42
- ☐ NEW MUTANTS ANNUAL #3—It's a battle like you've never even imagined before! You won't believe your eyes when Warlock takes on Impossible Man!
- ☐ AMAZING SPIDER-MAN #292—It's a special lead-in to Amazing Spider-Man Annual #21!
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- ☐ FALLEN ANGELS (Limited Series) #6
- ☐ STRANGE TALES #5—Featuring Dr. Strange and Cloak & Dagger!
- ☐ HEADMASTERS (Limited Series) #2
- ☐ ALPHA FLIGHT #50—Loki is the menace in this double-sized special issue!
- ☐ WEST COAST AVENGERS ANNUAL #2—Teamed up with the East Coast Avengers to tackle the villainy of the Grandmaster! Concludes in Silver Surfer #31!
- ☐ SPIDER-MAN DIGEST #5—Reprinting Amazing Spider-Man #65-67, by STAN LEE and JOHN ROMITA, SR.
- ☐ AVENGERS #293
- ☐ INCREDIBLE HULK #335
- ☐ MARVEL TALES #203—Reprinting Marvel Team-Up #67, by CHRIS CLAREMONT and JOHN BYRNE.

- ☐ SILVER SURFER #3—The Kree/Skrull War builds up! Continues in Avengers Annual #16!
- ☐ X-MEN #221
- ☐ CONAN THE BARBARIAN #198—With Red Sonja!
- ☐ G.I. JOE #63
- ☐ MARVEL SAGA #22—A special issue tracing the entire history of the Peter Parker-Mary Jane relationship!
- ☐ AMAZING SPIDER-MAN ANNUAL #21—It's here! It's real! And it's happening now! The wedding of Peter Parker and Mary Jane Watson! You're invited, too! Hey, this is THE social event of the season, so don't miss out!
- ☐ FANTASTIC FOUR ANNUAL #20—Only one man would risk the life of Franklin Richards in a battle with Mephisto! His name is... Doctor Doom!
- ☐ THE 'NAM #10—Terrorism in Saigon!
- ☐ IRON MAN #222
- ☐ FANTASTIC FOUR #306—With the Inhumans!
- ☐ PETER PARKER, THE SPECTACULAR SPIDER-MAN #130
- ☐ THOR #383—An untold tale of the "Secret Wars!"
- ☐ X-FACTOR #20
- ☐ CLASSIC X-MEN #13—Reprinting X-Men #105, by CHRIS CLAREMONT and DAVE COCKRUM.
- ☐ TRANSFORMERS #32
- ☐ TRANSFORMERS DIGEST #5
- ☐ X-MEN INDEX #3—A deluxe edition featuring everything you want to know about what happened in X-Men #47-60!





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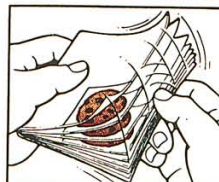
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